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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN  
REORGANIZED DEBTORS AND MIDWEST TOOL & DIE CORP.  
COMPROMISING AND ALLOWING PROOF OF CLAIM NUMBER 16441

(MIDWEST TOOL & DIE CORP.)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors") and Midwest Tool & Die Corp. ("MTD") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors And Midwest Tool & Die Corp. Compromising And Allowing Proof Of Claim Number 16441 (Midwest Tool & Die Corp.) (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on December 1, 2006, MTD filed proof of claim number 16441 against Delphi, which asserts an unsecured non-priority claim in the amount of \$188,413.44 (the "Claim") stemming from obligations under various contracts.

WHEREAS, on September 21, 2007, the Debtors objected to the Claim pursuant to the Debtors' Twenty-First Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate Or Amended Claims, (B) Untimely Equity Claim, (C) Insufficiently Documented Claims, (D) Claims Not Reflected On Debtors' Books And Records, (E) Untimely Claims, And (F) Claims Subject To Modification, Tax Claim Subject To Modification, And Modified Claims Asserting Reclamation (Docket No. 9535) (the "Twenty-First Omnibus Claims Objection").

WHEREAS, on October 18, 2007, MTD filed the Midwest Tool & Die Corporation's Response To Debtors' Twenty-First Omnibus Claims Objection (Docket No. 10651) (the "First Response").

WHEREAS, on October 19, 2007, MTD filed the Midwest Tool & Die Corporation's Response To Debtors' Twenty-First Omnibus Claims Objection (Docket No. 10659) (the "Second Response").

WHEREAS, on August 21, 2009, the Debtors objected to the Claim pursuant to the Debtors' Thirty-Fifth Omnibus Objection Pursuant to 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To (I) Expunge (A) Books And Records Claim, (B) Certain Salaried Pension And OPEB Claims, (C) Certain Wage And Benefit Claims, And (D) Certain Individual Workers' Compensation Books And Records Claims And (II) Modify And Allow Certain Claims (Docket No. 18826) (the "Thirty-Fifth Omnibus Claims Objection").

WHEREAS, on September 17, 2009, MTD filed the Midwest Tool & Die Corporation's Response To Debtors' Thirty-Fifth Omnibus Claims Objection (Docket No. 18904) (the "Third Response," together with the First Response and the Second Response, the "Responses").

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, to resolve the Twenty-First Omnibus Claims Objection and the Thirty-Fifth Omnibus Claims Objection with respect to the Claim, the Reorganized Debtors and MTD entered into this Stipulation, pursuant to which the Reorganized Debtors and MTD agreed that the Claim should be allowed as a general unsecured non-priority claim in the amount of \$188,413.44 against DPH Holdings Corp.

NOW, THEREFORE, the Reorganized Debtors and MTD stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$188,413.44 and shall be treated as an allowed general unsecured non-priority claim against DPH Holdings Corp. in accordance with the terms of the Modified Plan.
2. The Responses are hereby deemed withdrawn with prejudice.
3. Nothing herein shall be construed as an admission of liability to any portion of the Claim on behalf of the Debtors or the Reorganized Debtors.
4. This Court shall retain original and exclusive jurisdiction to adjudicate any disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 16th day of November, 2010

/s/Robert D. Drain  
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

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